

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE EXHIBITS
TO MASTER RESTRUCTURING AGREEMENT UNDER SEAL

("EXHIBITS TO MASTER RESTRUCTURING AGREEMENT
UNDER SEAL ORDER")

Upon the ex parte application, dated September 6, 2007 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an Order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Under Seal certain exhibits (the "Exhibits") to the Master Restructuring Agreement between Delphi and General Motors Corporation ("GM"), to be dated September 6, 2007 (the "Master Restructuring Agreement"); and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the Exhibits under seal.
3. The Exhibits (and any information derived from the Exhibits) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the official committee of unsecured creditors, and (c) such other parties as ordered by this Court or as agreed to in writing by the Debtors and GM.
4. Except as otherwise agreed to by the Debtors and GM, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Exhibits shall be filed under seal and served only on those parties authorized to receive the Exhibits as provided for in paragraph 3 of this Order.
5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

6. This Court retains jurisdiction to enforce this Order and the confidentiality of the Exhibits to the Master Restructuring Agreement and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
September __, 2007

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Attachment 1

Exhibits To The Master Restructuring Agreement

Exhibit 1.23	Assumed Liabilities
Exhibit 1.166	Retained Liabilities
Exhibit 1.169	Excluded Saginaw Assets
Exhibit 1.178	Separation Costs
Exhibit 3.01(a)	Price Down Arrangements And Related Matters
Exhibit 3.01(a)(i)	Outstanding GM Purchase Orders
Exhibit 3.01(b)	Recently Awarded Business
Exhibit 3.02	Contract Extensions
Exhibit 3.03(c)	Changes In Manufacturing Location
Exhibit 3.07	New Business Awards
Exhibit 3.08(a)	FOP Programs
Exhibit 3.08(b)	First Opportunity Process
Exhibit 3.12	Sites Providing Product Identified In Exhibit 3.01(a) That Are On New Business Hold As Of August 29, 2007
Exhibit 4.02(b)	Form Of Monthly Invoice For The Aggregate Amount Of The Applicable Cash Burn Percentage Of Production Cash Burn Incurred At All Support Facilities
Exhibit 4.02(i)	Letter From Bill Hurles, Of GM, To Jeff Paprocki, Of Delphi, Dated February 1, 2007
Exhibit 4.06(a)(xiv)	Proposed Purchaser